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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: :
: : Chapter 11
DELPHI CORPORATION, et al., : : Case No. 05-44481 [RDD]
: :
: :
Debtors. : : Jointly Administered
: :
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**JOINT STIPULATION AND AGREED ORDER
DISALLOWING AND EXPUNGING CLAIM NUMBER 12935
(TEXTRON FINANCIAL CORPORATION)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Textron Financial Corporation ("Textron") respectfully submit this Joint Stipulation And Agreed Order Disallowing and Expunging Proof of Claim Number 12935 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, Textron filed Proof of Claim Number 12935 on July 28, 2006, which asserts an unsecured non-priority claim in the amount of \$288,679.23 against Delphi Automotive Systems LLC (the "Claim"); and

WHEREAS, on December 8, 2006 the Debtors objected to the Claim pursuant to the Debtors' Fifth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Claims with Insufficient Documentation and (B) Claims Not Reflected on Debtors' Books and Records (the "Objection") (Docket No. 6100); and

WHEREAS, on January 3, 2007 Textron filed the Response of Textron to the Objection (the "Response") (Docket No. 6404); and

WHEREAS, after arm's length negotiations, the Debtors and Textron have agreed to settle and resolve the Objection and the Response upon the terms set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Textron agree and stipulate as follows:

1. The Claim is hereby disallowed and expunged in its entirety.

Dated: New York, New York
April 5, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

[signatures concluded on following page]

Dated: Fort Lauderdale, Florida
April 5, 2007

TEXTRON FINANCIAL CORPORATION,
By its Attorneys,
GREENBERG TRAURIG, P.A.
By:

Franck D. Chantayan
FRANCK D. CHANTAYAN (FC 4776)
401 East Las Olas Blvd., Suite 2000
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(954) 765-0500

SO ORDERED

This 13th day of April, 2007
in New York, New York

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE